



State of Missouri

Matt Blunt, Secretary of State

Corporations Division
P.O. Box 778 / 600 W. Main Street, Rm 322
Jefferson City, MO 65102

Articles of Incorporation For A Close Corporation

(Submitted in Duplicate)

The undersigned natural person(s) of the age of eighteen years or more for the purpose of forming a statutory close corporation under The General and Business Corporation Law of Missouri adopt the following Articles of Incorporation:

Article One

The name of the corporation is _____ and it is a statutory close corporation.

Article Two

The name and address of its initial registered agent in this state is:

Name

Street Address

City/State/Zip

Article Three

- (A) The aggregate number, class and par value, if any, of shares which the corporation shall have authority to issue are as follows:
- (B) The preferences, qualifications, limitations, restrictions, and the special or relative rights, including convertible rights, if any, in respect to the shares of each class are as follows:

Article Four

- (A) The transfer of shares by a living shareholder are as follows:
1. Governed by section 351.770; or
 2. Stated as follows (state conditions for transfer):
- (B) The transfer of shares of a deceased shareholder are as follows:
1. Governed by sections 351.780, 785 & 790 and modified as follows (state modifying conditions if any):
- or
2. Governed by the following conditions:

Article Five

The name and place of residence of each incorporator is as follows:

Name	Address	City/State/Zip
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Article Six (Choose one)

- ☐ The corporation does not have a board of directors; or
- ☐ The number of directors to constitute the first board of directors is _____.
Thereafter the number of directors shall be fixed by, or the manner provided in the bylaws. Any changes in the number will be reported to the Secretary of State within thirty calendar days of such change; or
- ☐ The number of directors to constitute the board of directors is _____. (The number of directors to constitute the board of directors must be stated herein if there are to be less than three directors. The person to constitute the first board of directors may, but not need, be named.)

Article Seven

The duration of the corporation is _____.

Article Eight

The corporation is formed for the following purposes:

Article Nine

This close corporation shall be dissolved in the following manner (complete both A & B):

- (A) The following shareholder or shareholders have authority to dissolve the corporation (indicate all if all have authority and the percentage of votes required to vote on the dissolution, otherwise list name of individual shareholders with authority to dissolve):
- (B) The above shareholder or shareholders may dissolve the corporation as follows:
1. At will (check here _____); or
 2. Upon the occurrence or the following specified event(s) or contingency(ies):

Article Ten

The following statement shall appear conspicuously on each share certificate:

The rights of shareholders in a statutory close corporation may differ materially from the rights of shareholders in other corporations. Copies of the articles of incorporation and bylaws, shareholders' agreements, and other documents, any of which may restrict transfers and affect voting and other rights, may be obtained by a shareholder on written request to the corporation. (351.760, RSMo)

Article Eleven

(Any additional optional statements)

The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows: _____

(Date may not be more than 90 days after the filing date in this office)

In affirmation thereof, the facts stated above are true.

Signature of Incorporator(s)

Printed or Typed
Name of Incorporator(s)

Date of Signature